

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE**

TEACHER RETIREMENT SYSTEM OF TEXAS,
et al.,

Plaintiffs,

v.

TYCO INTERNATIONAL LTD.; TYCO
ELECTRONICS LTD.; COVIDIEN LTD.;
COVIDIEN (U.S.); L. DENNIS KOZLOWSKI;
MARK H. SWARTZ; and FRANK E. WALSH, JR.,

Defendants.

MDL No.: 02-1335
08-CV-01336-PB

**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL AGAINST
DEFENDANTS TYCO INTERNATIONAL LTD., TYCO ELECTRONICS LTD., AND
COVIDIEN LTD. AND BAR ORDER**

Plaintiffs Teacher Retirement System of Texas, Fred Alger Management, Inc.,
CastleRock Fund, Ltd., CastleRock Partners L.P., CastleRock Partners II L.P., CastleRock Asset
Management Personal Accounts, Atticus Global Advisors, Ltd., Atticus International Fund, Ltd.,
Half Moon Capital Partners, L.P., NR Securities Limited (f/k/a Dred, Ltd.), National Bank of
Canada, Omega Capital Partners, L.P., Omega Capital Investors, L.P., Omega Overseas Partners,
Ltd., Omega Equity Investors, L.P., Omega Equity Overseas, Ltd., Omega Institutional Partners,
L.P., Omega Institutional Partners II, L.P., Beta Equities, Inc., Goldman Sachs Profit Sharing
Master Trust, The Ministers and Missionaries Benefit Board of American Baptist Churches,
Permal LGC Ltd., Watchung Road Associates, L.P., Mr. Leon G. Cooperman, Mrs. Toby
Cooperman, Michael Scott Cooperman, Commonfund Asset Management Company, Inc.,
Munder Large-Cap Value (“Plaintiffs”) and Defendants Tyco International Ltd., Tyco
Electronics Ltd., Covidien Ltd. and Covidien (U.S.) (each of them a “Settling Party” and

collectively, the “Settling Parties”), having represented to the Court that they have entered into a settlement agreement that resolves all issues between and among them in the Complaint, and for good cause shown, the Court ORDERS:

1. Pursuant to Section 21D(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A): (a) Defendants L. Dennis Kozlowski, Mark H. Swartz and Frank E. Walsh, Jr. (collectively, the “Non-Settling Defendants”), and each of them, are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in this suit; and (b) except as provided in paragraph 6(c) of the accompanying Settlement Agreement And Release, each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution for any amount paid in connection with this action against any other person based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in the suit.

2. Because there is no just reason for the delaying the entry of a final judgment with respect to the claims asserted by Plaintiffs against the Settling Parties, all claims asserted by Plaintiffs against the Settling Parties in the Complaint are **DISMISSED WITH PREJUDICE** pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims against the Non-Settling Defendants.

3. The Clerk is directed to enter this Agreed Order and Final Judgment of Dismissal against Defendants Tyco International Ltd., Tyco Electronics Ltd., Covidien Ltd. and Covidien (U.S.) and Bar Order as a final judgment and send a copy of same to all counsel of record.

IT IS SO ORDERED.

Enter: / /2009

The Hon. Paul Barbadoro
United States District Judge

We ask for this:

/s/ Edward A. Haffer
Edward A. Haffer, Esq.
N.H. Bar #1052
SHEEHAN PHINNEY BASS & GREEN, P.A.
1000 Elm Street, 11th floor
Manchester, NH 03101

Elizabeth F. Edwards, Esq.
MCGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, VA 23219

Counsel for Tyco International Ltd., Tyco Electronics Ltd., Covidien, Ltd. and Covidien (U.S.)

/s/ Blair A. Nicholas
Blair A. Nicholas, Esq.
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130

Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I certify that copies of the foregoing were served this date on the attached Service List through ECF or by mail for those on the list who do not have an ECF Registration.

/s/ Edward A. Haffer

SERVICE LIST

Blair A. Nicholas, Esq.
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, CA 92130